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May 7, 2007

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Patty Van Gerpen
Executive Secretary
South Dakota Public Utilities Commission
State Capitol, 1st floor
500 East Capitol Avenue
Pierre, SD 57501-5070

RE: LEVEL 3; DOCKET NO: TC06-007
Our file: 3848

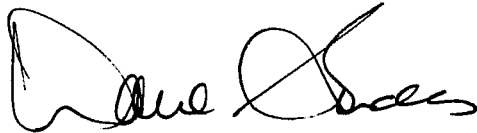
Dear Patty:

Enclosed is Level 3's Motion to Withdraw Petition and
Terminate Arbitration Proceedings and Level 3's Notice of
Adoption of Qwest's Statement of Generally Available Terms.
Please file the enclosures.

With a copy of this letter, I am serving copies of the filing
upon the service list. Thank you very much.

Yours truly,

MAY, ADAM, GERDES & THOMPSON LLP

BY: 

DAG:mw

Enclosures

cc/enc: Richard E. Thayer, Level 3 Regulatory Counsel
Service List
(via e-mail)

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

In the Matter of Level 3)	TC06-007
Communications, LLC's)	
Petition For Arbitration)	
Pursuant to Section 252(b))	
of the Communications Act)	
of 1934, As Amended by the)	LEVEL 3'S MOTION TO WITHDRAW
Telecommunications Act of)	PETITION AND TERMINATE
1996, and the Applicable)	ARBITRATION PROCEEDINGS
State Laws for Rates,)	
Terms, and Conditions of)	
Interconnection with Qwest)	
Corporation)	

Level 3 Communications, LLC ("Level 3"), by and through its attorneys, hereby respectfully moves the South Dakota Public Utilities Commission ("Commission") for withdrawal of its Petition for Arbitration ("Petition") with Qwest Corporation ("Qwest"), to refund its initial assessment, and to terminate the arbitration proceedings in this docket. In support of its Motion, Level 3 states as follows:

Level 3 filed its Petition with the Commission on January 26, 2006, requesting that the Commission arbitrate certain terms and conditions of a proposed interconnection agreement with Qwest. Qwest filed its Response to the Petition on February 21, 2006. The Commission held a meeting on May 23, 2006, to consider the assessment of filing fees (up to \$75,000) and setting a procedural schedule, at which time the Commission voted to require the parties to pay filing fees but otherwise did not take any action on a procedural schedule. On June 5,

2006, the Commission issued its Order Assessing Filing Fee in this proceeding. Level 3 paid the initial deposit of \$2500.00 assessed by the Commission in its June 5 order. To date, no procedural schedule has been established, and there are no pending hearings or motions in this proceeding.

Based upon developments subsequent to filing its Petition, Level 3 has made the determination that it no longer wishes to continue the expense and business uncertainty associated with this proceeding. Level 3 intends to instead avail itself of its right to opt-in to Qwest's standard statement of generally available terms ("SGAT") interconnection agreement as filed and approved by the Commission in the State of South Dakota. Commensurate with the filing of this Motion, Level 3 is submitting a notice of its intent to opt-in to Qwest's Statement of Generally Available Terms for the State of South Dakota. A copy of the notice is attached as Exhibit A to this motion.

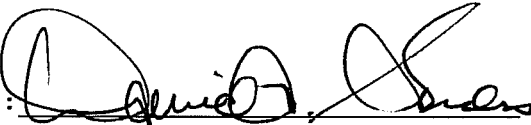
Withdrawal of Level 3's Petition is appropriate under the circumstances and will not prejudice Qwest. Activity in this case has been minimal, there is no procedural schedule in place, and there are no pending motions or hearings which require action or otherwise represent any outstanding issues. Termination of this proceeding and adoption of Qwest's standard interconnection agreement is more efficient since Level 3 and Qwest will be able to proceed without the uncertainty of litigation, which would likely continue for several more months. It is also more efficient for the Commission which would have to expend valuable time and resources in the administration of the case. Proceeding with litigation of this case will also be

financially costly to both parties. Efficiency, conservation of limited Commission and party resources, and the public interest all support termination of this proceeding.

WHEREFORE, Level 3 respectfully requests that the Commission authorize Level 3 to withdraw its Petition, refund Level 3's initial deposit in the amount of \$2500.00 and thereafter close this docket.

Dated this 7th day of May, 2007.

MAY, ADAM, GERDES & THOMPSON LLP

BY: 
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CERTIFICATE OF SERVICE

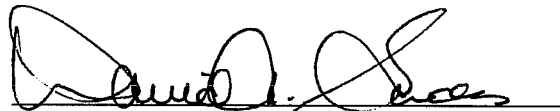
David A. Gerdes of May, Adam, Gerdes & Thompson LLP hereby certifies that on the 7th day of March, 2007, he mailed by United States mail, first class postage thereon prepaid, and sent by e-mail, a true and correct copy of the foregoing in the above-captioned action to the following at their last known addresses, to-wit:

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